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### PROPOSED COUNSEL FOR DEBTORS AND DEBTORS-IN-POSSESSION

### IN THE UNITED STATES BANKRUPTCY COURT FOR THE NORTHERN DISTRICT OF TEXAS DALLAS DIVISION

IN RE:	§ CASE NO. 20-31318-hdh11
	<b>§</b>
GGI HOLDINGS, LLC, et al.,	§ CHAPTER 11
	<b>§</b>
DEBTORS. <sup>1</sup>	§ (Jointly Administered)
	<b>§</b>

### GLOBAL NOTES AND STATEMENT OF LIMITATIONS, METHODOLOGY, AND DISCLAIMERS REGARDING THE DEBTORS' SCHEDULES AND STATEMENTS OF FINANCIAL AFFAIRS

GGI Holdings, LLC and its affiliates (collectively, the "<u>Debtors</u>"), debtors and debtors-in-possession in the above-captioned chapter 11 cases (the "<u>Cases</u>"), each commenced voluntary petitions under chapter 11 of title 11 of the United States Code (the "<u>Bankruptcy Code</u>") on May 4, 2020 (the "Petition Date").

As required under applicable orders of this Court, the Debtors have filed separate Schedules of Assets and Liabilities (the "Schedules") and the Statements of Financial Affairs (the "SOFA" and collectively with the Schedules, the "Schedules and Statements") for each affiliate Debtor. The Schedules and Statements are filed for each of the Debtors' respective chapter 11 case pursuant to 11 U.S.C. § 521 and Rule 1007 of the Federal Rules of Bankruptcy Procedure.

The following Schedules and accompanying Statements of Financial Affairs were prepared based upon the most current information available from the Debtors' books and records, as well as reference to other sources of data and information. The Debtors, in the normal course of their

<sup>1</sup> The debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: GGI Holdings, LLC (1222); Gold's Gym International, Inc. (3614); Gold's Holding Corp. (3610); Gold's Alabama, LLC (0520); Gold's Gym Franchising, LLC (5009); Gold's Gym Licensing, LLC (5013); Gold's Gym Merchandising, LLC (4892); Gold's Gym Rockies, LLC (7129); Gold's Louisiana, LLC (9825); Gold's North Carolina, LLC (3221); Gold's Ohio, LLC (4396); Gold's Oklahoma, LLC (7577); Gold's St. Louis, LLC (4827); Gold's Southeast, LLC (9382); and Gold's Texas Holdings Group, Inc. (8156). The Debtors' mailing address is 4001 Maple Avenue, Suite 200, Dallas, Texas 75219.

business, prepare separate and consolidated financial statements and reports. The Debtors' most recent close of its books and records was through the month of March 2020, including reconciliation of intercompany transactions.

The Debtors and their professionals have made a good faith effort to list assets and liabilities based on book values and processed payables as of the latest close of books and records and through the Petition Date where possible. Creditors disputing the amounts listed in these Schedules will have the opportunity to file proofs of claim, and the Debtors will reconcile such amounts at the appropriate time. The Debtors and their professionals have engaged in and employed reasonable means and processes to prepare the Schedules and accompanying Statements of Financial Affairs based upon the most reliable data and information available under the circumstances. Accordingly, the Schedules and accompanying Statements of Financial Affairs may contain inaccuracies or be lacking certain information for a complete and accurate presentation of the Debtors' assets, liabilities, and financial affairs. The Debtors and their professionals will continue efforts to identify areas of insufficient disclosure, missing, or inaccurate information or data. The Schedules and Statements will be amended as deemed appropriate and necessary for a complete and accurate disclosure of the Debtors' assets, liabilities, and financial affairs.

While the Debtors have made reasonable efforts to ensure that the Schedules and Statements are accurate and complete based on information that was available to them at the time of preparation, subsequent information or discovery may result in material changes to these Schedules and Statement, and inadvertent errors or omissions may exist. Moreover, because the Schedules and Statements contain unaudited information that is subject to further review and potential adjustment, there can be no assurance that these Schedules and Statements are 100% complete and accurate. Furthermore, nothing contained in the Schedules and Statements shall constitute a waiver of rights with respect to these Cases and specifically with respect to any issues involving equitable subordination and/or causes of action arising under the provisions of chapter 5 of the Bankruptcy Code and other relevant non-bankruptcy laws to recover assets or avoid transfers.

These Global Notes and Statement of Limitations, Methodology, and Disclaimers Regarding Debtors' Schedules and Statements (the "Global Notes") are incorporated by reference in, and comprise an integral part of, the Schedules and Statements and should be referred to and reviewed in connection with any review of the Schedules and Statements.

Unless noted below or in the Schedules and Statements, all assets and liabilities should be deemed as belonging to, or asserted against, the entity in which case the Schedules and Statements are filed. In many instances, creditors may assert claims against more than one debtor entity, as jointly and severally liable. Notwithstanding the potential for certain creditors to assert claims jointly against more than one bankruptcy estate, such creditors are entitled to a single payment on account of such claim. The ability to assert claims against multiple estates shall not entitle any creditor to multiple payments or recoveries on account of the same underlying obligation. Moreover, the Debtors and their professionals have made good faith efforts to list assets as the Schedules of the Debtors based on the Debtors' books and records.

### **Amendment**

While reasonable efforts were made to file complete and accurate Schedules and Statement, inadvertent errors or omissions may exist. The Debtors reserve all rights to amend and/or supplement their Schedules and Statements as is necessary and appropriate.

### **Basis of Presentation**

These Schedules and Statements do not purport to represent financial statements prepared in accordance with Generally Accepted Accounting Principles.

### **Current Market Value of Assets**

It would be prohibitively expensive, unduly burdensome, and an inefficient use of estate assets for the Debtors to obtain current market valuations of all of their assets. Due to club location closures as a result of COVID-19, the asset values presented in the Schedules are based upon the best information available at this time and may not be representative of fair market value. For example, goodwill is listed based on book values as of the filing of these Schedules, but not based on audited financials or third-party valuations. The actual amount realized on the sale of particular assets, or groups of assets, in a sale to third parties may differ significantly from the amounts presented herein. For this reason, the amount ultimately realized from assets may vary from book value and such variance may be material. Exceptions to this include operating cash and certain other assets. Values for cash, cash equivalents and accounts receivable are shown as a gross amount as of the Petition Date, without reducing for the cost of collection, the likelihood the some accounts may be uncollectible, and the rights that such account debtors may have to net or offset claims against such accounts receivable.

### **Intercompany Receivables and Payables**

Intercompany receivables and payables are stated at their respective book values as carried on the Debtors' financial records. Amounts included on the Schedules A/B and E/F represent the net due from/due to related Debtor entities. As the Debtors' treasury management systems established Gold's Holding Corp. as the primary paymaster for the Debtors, the vast majority of the intercompany receivables and payables balances are reflected as amounts owed between each individual Debtor and Gold's Holding Corp. While the amounts due to, or due from, any particular Debtor entity may appear large standing alone, the consolidated intercompany balances generally offset to a zero balance when considered together with all Debtor affiliates included in the Debtors' cash management system.

### **Excluded Assets and Liabilities**

The Debtors have excluded certain categories of assets and liabilities from the Schedules and Statements, ordinary course employee benefit accruals, and deferred assets, losses, and gains. Other nonmaterial assets and liabilities may also have been excluded.

### **General Reservation of Rights**

The Debtors specifically reserve the rights to amend, modify, supply, correct, change, or alter any part of its Schedules and Statements as and to the extent necessary and appropriate.

### **Causes of Action**

The Debtors, despite their efforts, may not have set forth all of their causes of action against third parties as assets in the Schedules and Statements. The Debtors reserves their rights with respect to any causes of action they may have and neither these Global Notes nor the Schedules and Statements shall be deemed a waiver of any such causes of action.

### **Claims Description**

By designating a claim on the Schedules and Statements as "disputed," "contingent," and/or "unliquidated," the Debtors indicate no intentions for such claim to be allowed and paid pursuant to the proposed plan. The Debtors reserve the right to amend the Schedules or object to any scheduled claims if they discover reasons to dispute any claims.<sup>2</sup> Moreover, these Schedules shall not be construed as an admission by the Debtors in the event that a creditor files a proof of claim. The Debtors expressly reserve the right to object to any filed claims.

### GBG, LLC

On February 28, 2020, through a Membership Interest Purchase Agreement and Transition Services Agreement (collectively, as amended, restated or modified, the "DC Transactional Documents"), Debtor Gold's Holding Corp. transferred its interest in a former subsidiary GBG. LLC ("GBG") to a third-party franchisee CFJ Holdings, LLC. GBG owns and operates 28 gyms (the "DC Gyms") in the Maryland, Virginia and DC metro area. Under the DC Transactional Documents, the Debtors have agreed to continue collecting revenues from the DC Gyms for 180 days following the transfers (the "Transitional Period"), but to hold such funds in trust for GBG's benefit for the express purpose of paying the operating expenses associated with the DC Gyms during the Transitional Period. Because the bankruptcy cases were filed during this Transitional Period, the Debtors' Schedules include accounts payable associated with the DC Gyms, which are payable on behalf of GBG, not the Debtors. Such obligations are to be paid from non-debtor GBG's funds, which the Debtors do not believe are property of the bankruptcy estates. Some of the cash disclosed in the Debtors' Schedules as of the Petition Date does include non-estate fund held in trust for GBG pursuant to the DC Transactional Documents. As of the Petition Date, the Debtors estimate they were holding approximately \$83,000 for the benefit of GBG. The Debtors are still in the process of reconciling invoices to determine which portions of such invoices are to be paid out of GBG's funds.

<sup>&</sup>lt;sup>2</sup> If it becomes necessary to amend the Schedules for such purposes, the Debtors will agree to an extension of the claims bar date for the affected creditors.

### **Other Specific Methods of Presentation**

In addition to the foregoing, the Debtors and their professionals have taken steps to list all known claimants in the Schedules, whether such claims are subject to pending litigation, demand, third-party administration or incident report. Where lawsuits are filed against aliases rather than legal entities in existence, the Debtors have listed such claims as being asserted against Gold's Holding Corp., the Debtor's primary operating entity. The Debtors have also listed rights to tax refunds in "unknown" amounts based on recent statutory changes purporting to allow for the application of net operating losses against prior years' income. As of the filing of these Schedules, it is unclear whether any such refunds are available, to which entity or entities they would be payable, and in what amounts they would be paid. The Debtors have also listed all known executory contracts and unexpired leases according to the contract counterparties. The Debtors and their professionals have made good faith efforts to list all known franchise and license agreements, as well as any leases or related indemnification or guarantee agreements. The Debtors have not listed all membership agreements and reserve the right to amend these Schedules or file such supplement under seal to protect the privacy of their members. The inclusion or omission of any agreement, contract or lease in the Debtors' Schedules is not intended to serve as an admission by the Debtors as to the executoriness of any such agreement, contract or lease within the meaning of section 365 of the Bankruptcy Code.

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Fill in this information to identify the case:	
Gold's Gym Franchising, LLC  Debtor name	
Northern District of Texas United States Bankruptcy Court for the:	
(State)	
Case number (If known): 20-31322	<u></u>
	Check if this is an
	amended filing
Official Form 206Sum	
Summary of Assets and Liabilities for Non-Individuals	12/15
Part 1: Summary of Assets	
1. Schedule A/B: Assets-Real and Personal Property (Official Form 206A/B)	
1a. Real property:	0.00
Copy line 88 from Schedule A/B	\$
1b. Total personal property:	\$ 93,002,690.40
Copy line 91A from <i>Schedule A/B</i>	\$_ <del>50,002,000.40</del>
1c. Total of all property:	\$ 93,002,690.40
Copy line 92 from <i>Schedule A/B</i>	\$_ <del>33,002,030.40</del>
Part 2: Summary of Liabilities	
2. Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)	51,300,000.00
Copy the total dollar amount listed in Column A, Amount of claim, from line 3 of Schedule D	<u> </u>
3. Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)	
2s. Total alaim amounts of priority unacquired alaims:	
3a. Total claim amounts of priority unsecured claims:  Copy the total claims from Part 1 from line 6a of Schedule E/F	\$
3b. <b>Total amount of claims of nonpriority amount of unsecured claims:</b> Copy the total of the amount of claims from Part 2 from line 6b of <i>Schedule E/F</i>	+\$
Copy and total of the amount of stands from a till from the object contours by	
4. Total liabilities	<sub>\$_</sub> 51,300,000.00
Lines 2 + 3a + 3b	

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Fill in this information to identify the case:	51 02
Debtor name Gold's Gym Franchising, LLC	
United States Bankruptcy Court for the: Northern District of Texas	
Case number (If known): 20-31322	

### Official Form 206A/B

## Schedule A/B: Assets — Real and Personal Property

12/15

☐ Check if this is an amended filing

Disclose all property, real and personal, which the debtor owns or in which the debtor has any other legal, equitable, or future interest. Include all property in which the debtor holds rights and powers exercisable for the debtor's own benefit. Also include assets and properties which have no book value, such as fully depreciated assets or assets that were not capitalized. In Schedule A/B, list any executory contracts or unexpired leases. Also list them on *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G).

Be as complete and accurate as possible. If more space is needed, attach a separate sheet to this form. At the top of any pages added, write the debtor's name and case number (if known). Also identify the form and line number to which the additional information applies. If an additional sheet is attached, include the amounts from the attachment in the total for the pertinent part.

For Part 1 through Part 11, list each asset under the appropriate category or attach separate supporting schedules, such as a fixed asset schedule or depreciation schedule, that gives the details for each asset in a particular category. List each asset only once. In valuing the debtor's interest, do not deduct the value of secured claims. See the instructions to understand the terms used in this form.

Pa	i 1: Cash and cash equivalents			
1.	Does the debtor have any cash or cash equivalents?  No. Go to Part 2.  Yes. Fill in the information below.			
	All cash or cash equivalents owned or controlled by	y the debtor		Current value of debtor's interest
2.	Cash on hand			\$
3.	Checking, savings, money market, or financial broke	rage accounts (Identify all	)	
	Name of institution (bank or brokerage firm) 3.1. 3.2.			\$ \$
4.	Other cash equivalents (Identify all) 4.1. 4.2.			\$ \$
'	Total of Part 1 Add lines 2 through 4 (including amounts on any addition	nal sheets). Copy the total t	to line 80.	\$
Pa	rt 2: Deposits and prepayments			
6.	Does the debtor have any deposits or prepayments?  No. Go to Part 3.  Yes. Fill in the information below.			
				Current value of debtor's interest
7.	Deposits, including security deposits and utility depo	osits		
	Description, including name of holder of deposit			
	7.1.			\$
	7.2			\$

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Debtor

8.	Prepayments, including p	prepayments on executor	ory contracts, leases, insurance, taxes, a	and rent	
	Description, including name of				
	8.1. Software & Maintenan	се			\$ <u>119,464.44</u>
	8.2				\$
9.	Total of Part 2.				\$ 119,464.44
	Add lines 7 through 8. Cop	y the total to line 81.			\$_119,404.44
Pa	rt 3: Accounts recei	vable			
10.	. Does the debtor have a	ny accounts receivable?	?		
	☐ No. Go to Part 4.				
	Yes. Fill in the information	ation below.			
					Current value of debtor's
					interest
11.	Accounts receivable				
	11a. 90 days old or less:	422,029.43		= <b>→</b>	\$_422,029.43
		face amount	doubtful or uncollectible accounts		
	11b. Over 90 days old:	1,997,876.15 face amount	1,572,228.72 doubtful or uncollectible accounts	= <del> </del>	\$_425,647.43
		lace amount	doubtful of uncollectible accounts		
12.	. Total of Part 3				\$ 847,676.86
	Current value on lines 11	a + 11b = line 12. Copy th	ne total to line 82.		Ψ
Pa	rt 4: Investments				
13.	. Does the debtor own an	ny investments?			
	No. Go to Part 5.				
	☐ Yes. Fill in the information	ation below.			
				Valuation method used for current value	Current value of debtor's
				used for current value	interest
14.	. Mutual funds or publicly Name of fund or stock:	y traded stocks not incli	uded in Part 1		
	14.1				<b>c</b>
					\$ \$
					Ψ
15.	<ul> <li>Non-publicly traded sto including any interest in</li> </ul>	ck and interests in incom	rporated and unincorporated businesse	s,	
		u ===, pue.			
	Name of entity:		% of ownership:		
	15.1 15.2.		% %		\$ \$
	-				Φ
16.	Government bonds, cor		r negotiable and non-negotiable		
	Describe:				
					\$
					т
17.	Total of Part 4				\$
	Add lines 14 through 16.	Copy the total to line 83.			*

 $\underset{\text{Gold's Gym Franchising, LLC}}{\text{Case}} 20\text{-}31322\text{-swe11}$ 

Debtor

Pai	t 5: Inventory, excluding agriculture	e assets			
18.	Does the debtor own any inventory (exclu	ding agriculture asset	s)?		
	No. Go to Part 6.				
	☐ Yes. Fill in the information below.				
	General description	Date of the last physical inventory	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
19.	Raw materials				
		MM / DD / YYYY	\$		\$
20.	Work in progress				
		MM / DD / YYYY	\$		\$
21.	Finished goods, including goods held for	resale			
		MM / DD / YYYY	\$		\$
22.	Other inventory or supplies	WIIWI 7 DD 7 TTTT			
		MM / DD / YYYY	\$		\$
		WIWI / DD / TTTT			
23.	Total of Part 5	•			\$
	Add lines 19 through 22. Copy the total to line	e 84.			
24.	Is any of the property listed in Part 5 peris	hable?			
	☐ Yes				
25.	Has any of the property listed in Part 5 be	en purchased within 2	0 davs before the bank	ruptcy was filed?	
_0.	□ No	<b>-</b>			
	Yes. Book value \	/aluation method	Cur	rent value	
26.	Has any of the property listed in Part 5 be	en appraised by a prof	essional within the las	st year?	
	□ No				
	Yes				
Pai	t 6: Farming and fishing-related ass	sets (other than title	ed motor vehicles a	nd land)	
27.	Does the debtor own or lease any farming	and fishing-related as	sets (other than titled	motor vehicles and land)?	
	No. Go to Part 7.				
	☐ Yes. Fill in the information below.				
	General description		Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
28.	Crops—either planted or harvested				
			\$		\$
29.	Farm animals Examples: Livestock, poultry,	farm-raised fish			
			\$		\$
30.	Farm machinery and equipment (Other than	an titled motor vehicles)			
			\$		\$
31.	Farm and fishing supplies, chemicals, and	d feed			
			\$		\$
32.	Other farming and fishing-related property	y not already listed in l	Part 6		

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33 Total of Part 6

33.	Total of Part 6.			\$
	Add lines 28 through 32. Copy the total to line 85.			
34.	Is the debtor a member of an agricultural cooperative?  No Yes. Is any of the debtor's property stored at the cooperative?  No Yes			
35.	Has any of the property listed in Part 6 been purchased within 20	days before the bankro	uptcy was filed?	
	□ No □ Yes. Book value \$ Valuation method	Current value	\$	
36.	Is a depreciation schedule available for any of the property listed $% \left\{ \left( 1\right) \right\} =\left\{ \left( 1\right) \right\} =$	in Part 6?		
	□ No □ Yes			
37.	Has any of the property listed in Part 6 been appraised by a profe	ssional within the last	year?	
	□ No □ Yes			
Par	t 7: Office furniture, fixtures, and equipment; and collect	ctibles		
38.	Does the debtor own or lease any office furniture, fixtures, equipro	ment, or collectibles?		
	☐ No. Go to Part 8.			
	Yes. Fill in the information below.			
•	General description	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
39.	Office furniture			
40.	Office fixtures	\$		\$
		\$		\$
	Office equipment, including all computer equipment and			
	communication systems equipment and software nputer systems/software	\$ <u>68,772.10</u>	Straight line 3 to 5 year	<u>\$_68,772.10</u>
	<b>Collectibles</b> <i>Examples</i> : Antiques and figurines; paintings, prints, or oth artwork; books, pictures, or other art objects; china and crystal; stamp, or baseball card collections; other collections, memorabilia, or collectible	coin,		
	42.1	\$		\$
•	42.2	\$		\$
	42.3	\$		· \$
	Total of Part 7.			\$_68,772.10
	Add lines 39 through 42. Copy the total to line 86.	in Part 72		Ť
44.	Is a depreciation schedule available for any of the property listed $\hfill \square$ No	ın Part / ?		
	☑ Yes			
45.	Has any of the property listed in Part 7 been appraised by a profection No ☐ Yes	ssional within the last	year?	

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Debtor

Part 8: Machinery, equipment, and vehicles			
46. Does the debtor own or lease any machinery, equipment, or ve	hicles?		
☑ No. Go to Part 9.			
Yes. Fill in the information below.			
General description	Net book value of debtor's interest	Valuation method used for current value	Current value of debtor's interest
Include year, make, model, and identification numbers (i.e., VIN, HIN, or N-number)	(Where available)	Tor Current Value	desion 3 interest
47. Automobiles, vans, trucks, motorcycles, trailers, and titled farr	n vehicles		
47.1	\$		\$
47.2			\$
47.3			\$
47.4	\$		\$
48. <b>Watercraft, trailers, motors, and related accessories</b> Examples: trailers, motors, floating homes, personal watercraft, and fishing ves			
48.1	\$		\$
48.2	\$		\$
49. Aircraft and accessories			
49.1	\$		\$
49.2	\$		\$
50. Other machinery, fixtures, and equipment (excluding farm machinery and equipment)			
	\$		\$
51. Total of Part 8.			
Add lines 47 through 50. Copy the total to line 87.			\$
52. Is a depreciation schedule available for any of the property lists $\square$ No	ed in Part 8?		
☐ Yes			
53. Has any of the property listed in Part 8 been appraised by a pro  No Yes	ofessional within the last	year?	

Par	t 9: Real property				
54.	Does the debtor own or lease any real proper	ty?			
	No. Go to Part 10.				
	☐ Yes. Fill in the information below.				
55.	Any building, other improved real estate, or I	and which the debtor	owns or in which the	debtor has an interest	
	Description and location of property Include street address or other description such as Assessor Parcel Number (APN), and type of property (for example, acreage, factory, warehouse, apartment or office building), if available.	Nature and extent of debtor's interest in property	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
55.1					
			\$		\$
55.2	,				
00.2			\$		œ.
			Φ		\$
55.3	3				
			\$		\$
56	Total of Part 9.				
50.	Add the current value on lines 55.1 through 55.6	and entries from any a	udditional sheets Conv	the total to line 88	\$
	Add the current value of lines 55.1 through 55.0	and chines from any a	idditional sheets. Copy	the total to line oo.	
57.	Is a depreciation schedule available for any o	of the property listed i	n Part 9?		
	U No				
	Yes				
58.	Has any of the property listed in Part 9 been	appraised by a profes	sional within the last	year?	
	U No □ v				
	Yes				
Par	t 10: Intangibles and intellectual prope	rty			
59.	Does the debtor have any interests in intangi	bles or intellectual pr	operty?		
	No. Go to Part 11.				
	☐ Yes. Fill in the information below.				
	General description		Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
60.	Patents, copyrights, trademarks, and trade se	ecrets			
61.	Internet domain names and websites		\$		\$
					•
62			\$		\$
J <u>L</u> .	Licenses, franchises, and royalties		\$ \$		\$ \$
	Licenses, franchises, and royalties  Customer lists, mailing lists, or other compile	ations	\$ \$		\$ \$
63.		ations	\$ \$ \$		\$ \$ \$
63. 64.	Customer lists, mailing lists, or other compile	ations	\$\$ \$\$ \$		\$ \$ \$
63. 64.	Customer lists, mailing lists, or other compile  Other intangibles, or intellectual property	ations	\$\$ \$\$ \$\$		\$\$ \$\$ \$
63. 64. 65.	Customer lists, mailing lists, or other compile  Other intangibles, or intellectual property	ations	\$\$ \$\$ \$\$		\$\$ \$\$ \$\$
63. 64. 65.	Customer lists, mailing lists, or other compile Other intangibles, or intellectual property Goodwill		\$\$ \$\$ \$		\$\$ \$\$ \$\$ \$\$

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Deb	btor Gold's Gym Franchising, LLC	Document	Page 13 o	f 32 number (if known) 20-31	322
	Name		· ·		
67.	Do your lists or records include personally ide	ntifiable informatio	n of customers (	as defined in 11 U.S.C. §§	101(41A) and 107)?
	☐ No				
	Yes				
68.	Is there an amortization or other similar schedu	ule available for any	of the property	listed in Part 10?	
	□ No	-			
	☐ Yes				
60	Has any of the property listed in Part 10 been a	unnraised by a profe	secional within t	ho last voar?	
00.	No	ppraised by a profe	.33ionai witiiii t	ne last year :	
	Yes				
Par	rt 11: All other assets				
70.	Does the debtor own any other assets that hav	e not yet been repo	rted on this forr	n?	
	Include all interests in executory contracts and une	expired leases not pre	eviously reported	on this form.	
	No. Go to Part 12.				
	Yes. Fill in the information below.				
					Current value of debtor's interest
71.	Notes receivable				
	Description (include name of obligor)	91 966	,777.00 _ 0.0	00	• • • • • • • • • • • • • • • • • • • •
	Intercompany Receivable - Gold's Holding Corp		<del></del>	btful or uncollectible amount	= <b>→</b> \$\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\
72	Tax refunds and unused net operating losses (	NOLs)			
12.		NOL3)			
	Description (for example, federal, state, local)				
				Tax year	<u> </u>
				Tax year	
				Tax year	\$
73.	Interests in insurance policies or annuities				
					\$
74.	Causes of action against third parties (whether	or not a lawsuit			
	has been filed)				
					\$
	Nature of claim				
	Amount requested \$				
75.	Other contingent and unliquidated claims or ca	uses of action of			
	every nature, including counterclaims of the deset off claims	btor and rights to			
	Set on Claims				_
					\$
	Nature of claim				
	Amount requested \$				
76.	Trusts, equitable or future interests in property	1			
					\$
77.	Other property of any kind not already listed E	xamples: Season tic	kets,		
	country club membership	,	•		
	Master Franchise Agreements and Franchise Agre	ements- Dome			\$_Unknown
	Arbitration pending: Gold?s Gym Franchising, LLC	v. Al Ahli Holdi			\$_Unknown

79. Has any of the property listed in Part 11 been appraised by a professional within the last year?

No
Yes

78. **Total of Part 11.** 

\$ 91,966,777.00

### Part 12: Summary

n Part 12 copy all of the totals from the earlier parts of the form.			
Type of property	Current value of personal property	Current value of real property	
80. Cash, cash equivalents, and financial assets. Copy line 5, Part 1.	\$		
31. Deposits and prepayments. Copy line 9, Part 2.	\$		
32. Accounts receivable. Copy line 12, Part 3.	\$		
33. Investments. Copy line 17, Part 4.	\$		
34. Inventory. Copy line 23, Part 5.	\$		
35. Farming and fishing-related assets. Copy line 33, Part 6.	\$		
36. Office furniture, fixtures, and equipment; and collectibles.  Copy line 43, Part 7.	\$		
37. Machinery, equipment, and vehicles. <i>Copy line 51, Part 8.</i>	\$		
88. <b>Real property.</b> Copy line 56, Part 9	······································	\$_0.00	
39. Intangibles and intellectual property. Copy line 66, Part 10.	\$_0.00		-
90. All other assets. Copy line 78, Part 11.	<b>+</b> \$ 91,966,777.00		
91. <b>Total.</b> Add lines 80 through 90 for each column91a.	\$_93,002,690.40	<b>→</b> 91b. \$ 0.00	
93.003	P 690 40		93,002,69
93,002. <b>Total of all property on Schedule A/B.</b> Lines 91a + 91b = 92			\$

Filed 05/18/20 Entered 05/18/20 20:22:46 Desc Main Case 20-31322-swe11 Doc 13 Fill in this information to identify the case: Gold's Gym Franchising, LLC United States Bankruptcy Court for the: Northern District of Texas 20-31322 Case number (If known): ☐ Check if this is an amended filing Official Form 206D Schedule D: Creditors Who Have Claims Secured by Property 12/15 Be as complete and accurate as possible. 1. Do any creditors have claims secured by debtor's property? No. Check this box and submit page 1 of this form to the court with debtor's other schedules. Debtor has nothing else to report on this form. Yes. Fill in all of the information below. List Creditors Who Have Secured Claims Column A Column B 2. List in alphabetical order all creditors who have secured claims. If a creditor has more than one Amount of claim Value of collateral secured claim, list the creditor separately for each claim. that supports this Do not deduct the value of collateral. Describe debtor's property that is subject to a lien Creditor's name Bank of America, N.A. See Loan Agreement (all assets of the Debtor, now owned or hereafter acquired) § Undetermined § Undetermined Creditor's mailing address c/o Jillian Foster 135 Lasalle St, Chicago, IL 60603 Describe the lien Creditor's email address, if known See loan documents jillian.foster.svc@bofa.com Is the creditor an insider or related party? Date debt was incurred ✓ No Yes Last 4 digits of account number Is anyone else liable on this claim? Do multiple creditors have an interest in the Yes. Fill out Schedule H: Codebtors (Official Form 206H). same property? As of the petition filing date, the claim is: Yes. Specify each creditor, including this creditor, Check all that apply. Contingent Unliquidated Disputed Describe debtor's property that is subject to a lien See Loan Agreement (all assets of the \$51,300,000.00 \$Undetermined Administrative Agent

2.2 Creditor's name JPMorgan Chase Bank, N.A., as

Creditor's mailing address c/o Kristian W. Gluck, Norton Rose Fulbrigh 2200 Ross Avenue, Dallas, TX 75201-7932

Creditor's email address, if known kristian.gluck@nortonrosefulbright.com

Date debt was incurred

Last 4 digits of account

number Do multiple creditors have an interest in the same property?

09/28/2009

✓ No

☐ Yes. Have you already specified the relative priority? ■ No. Specify each creditor, including this

creditor, and its relative priority.

Yes. The relative priority of creditors is specified on lines

Debtor, now owned or hereafter acquired)

Describe the lien

See loan documents

Is the creditor an insider or related party?

✓ No Yes

Is anyone else liable on this claim?

☑ Yes. Fill out Schedule H: Codebtors (Official Form 206H).

As of the petition filing date, the claim is:

Check all that apply.

Contingent Unliquidated

Disputed

3. Total of the dollar amounts from Part 1, Column A, including the amounts from the Additional Page, if any.

\$ 51,300,000.00

С	art 1: Additional Page Copy this page only if more space is needed. Corevious page.	ontinue numbering the lines sequentially from the	Column A  Amount of claim  Do not deduct the value of collateral.	Column B Value of collateral that supports this claim
<b>2</b> .3	Creditor's name Wells Fargo Bank, N.A.	Describe debtor's property that is subject to a lien		
	Wells Fargo Bank, N.A.  Creditor's mailing address  c/o Dana McCain  90 S. 7th Street, 16th Floor, Minneapolis, N  Creditor's email address, if known  dana.mccain@wellsfargo.com	See Loan Agreement (all assets of the Debtor, now owned or hereafter acquired)	\$Undetermined	\$
	Date debt was incurred 09282009  Last 4 digits of account number  Do multiple creditors have an interest in the same property?  ☑ No ☐ Yes. Have you already specified the relative priority? ☐ No. Specify each creditor, including this creditor, and its relative priority.  ☐ Yes. The relative priority of creditors is specified on lines	Describe the lien  See loan documents  Is the creditor an insider or related party?  No Yes  Is anyone else liable on this claim?  No Yes. Fill out Schedule H: Codebtors (Official Form 206H).  As of the petition filing date, the claim is: Check all that apply.  Contingent Unliquidated Disputed		
2	Creditor's name  Creditor's mailing address	Describe debtor's property that is subject to a lien	\$	\$
	Creditor's email address, if known  Date debt was incurred Last 4 digits of account number  Do multiple creditors have an interest in the same property?	Describe the lien  Is the creditor an insider or related party?		
	<ul> <li>No</li> <li>Yes. Have you already specified the relative priority?</li> <li>No. Specify each creditor, including this creditor, and its relative priority.</li> </ul> Yes. The relative priority of creditors is specified on lines	☐ Yes  Is anyone else liable on this claim? ☐ No ☐ Yes. Fill out Schedule H: Codebtors (Official Form 206H).  As of the petition filing date, the claim is: Check all that apply. ☐ Contingent ☐ Unliquidated ☐ Disputed		

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Gold's Gym Franchising, LLC Debtor

20-31322 Case number (if known)\_

Part 2: List Others to Be Notified for a Debt Already Listed in Part 1

List in alphabetical order any others who must be notified for a debt already listed in Part 1. Examples of entities that may be listed are collection
agencies, assignees of claims listed above, and attorneys for secured creditors.

Name and address	On which line in Part 1 did you enter the related creditor?	Last 4 digits of account number for this entity
	Line 2	

Case 20-31322-swe11 Doc 13 Filed 05/18/20 Entered 05/18/20 20:22:46 Desc Main Fill in this information to identify the case: Gold's Gym Franchising, LLC Debtor United States Bankruptcy Court for the: Northern District of Texas 20-31322 Case number (If known) ☐ Check if this is an amended filing Official Form 206E/F Schedule E/F: Creditors Who Have Unsecured Claims 12/15 Be as complete and accurate as possible. Use Part 1 for creditors with PRIORITY unsecured claims and Part 2 for creditors with NONPRIORITY unsecured claims. List the other party to any executory contracts or unexpired leases that could result in a claim. Also list executory contracts on Schedule A/B: Assets - Real and Personal Property (Official Form 206A/B) and on Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G). Number the entries in Parts 1 and 2 in the boxes on the left. If more space is needed for Part 1 or Part 2, fill out and attach the Additional Page of that Part included in this form.

List All Creditors with PRIORITY Unsecured Claims Part 1: 1. Do any creditors have priority unsecured claims? (See 11 U.S.C. § 507). ✓ No. Go to Part 2. Yes. Go to line 2. 2. List in alphabetical order all creditors who have unsecured claims that are entitled to priority in whole or in part. If the debtor has more than 3 creditors with priority unsecured claims, fill out and attach the Additional Page of Part 1. Total claim Priority amount Priority creditor's name and mailing address As of the petition filing date, the claim is: \$ Check all that apply. Contingent Unliquidated ■ Disputed Basis for the claim: Date or dates debt was incurred Last 4 digits of account Is the claim subject to offset? number ■ No Yes Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (\_ Priority creditor's name and mailing address As of the petition filing date, the claim is: \$ Check all that apply. Contingent Unliquidated □ Disputed Basis for the claim: Date or dates debt was incurred Last 4 digits of account Is the claim subject to offset? number ■ No ☐ Yes Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (\_\_ Priority creditor's name and mailing address As of the petition filing date, the claim is: s Check all that apply. ■ Contingent Unliquidated Disputed Basis for the claim: Date or dates debt was incurred Last 4 digits of account Is the claim subject to offset? ■ No Specify Code subsection of PRIORITY unsecured ☐ Yes claim: 11 U.S.C. § 507(a) (\_\_

Pa	rt 2: List All Creditors with NON	PRIORITY Unsecured	d Claims	
3.	List in alphabetical order all of the cred unsecured claims, fill out and attach the A		nsecured claims. If the debtor has more than 6	
			As of the petition filing date, the claim is:	Amount of claim
3.1	Nonpriority creditor's name and mailing a Salvador, David Noe as next friend of Da Alexander Salvador Sanchez, a minor James Scott Mechler	address vid	Check all that apply.  Contingent Unliquidated	\$ Unknown
	16500 San Pedro Ave 302 San Antonio, TX, 78232		Disputed  Basis for the claim:  Litigation - Personal Injury	
	Date or dates debt was incurred	12/19/19	Is the claim subject to offset? ☑ No	
	Last 4 digits of account number		Yes	
	Nonpriority creditor's name and mailing a Vasquez, Aaron Attn: Reynaldo L Diaz 1615 Broadway San Antonio, TX, 78215	address	As of the petition filing date, the claim is:  Check all that apply.  Contingent Unliquidated Disputed  Basis for the claim:  Litigation - Personal Injury	<sub>\$</sub> Unknown
	Date or dates debt was incurred	01/18/19	Is the claim subject to offset?	
	Last 4 digits of account number	01/10/19	☑ No ☐ Yes	
2 2			As of the petition filing date, the claim is:	
3.3	Nonpriority creditor's name and mailing a	address	Check all that apply.  Contingent Unliquidated Disputed	\$
			Basis for the claim:	
	Date or dates debt was incurred		Is the claim subject to offset?	
	Last 4 digits of account number		No Yes	
3.4	Nonpriority creditor's name and mailing a	address	As of the petition filing date, the claim is:  Check all that apply.  Contingent Unliquidated Disputed  Basis for the claim:	\$
	Date or dates debt was incurred		Is the claim subject to offset?	
	Last 4 digits of account number		□ No □ Yes	
3.5	Nonpriority creditor's name and mailing a	address	As of the petition filing date, the claim is:  Check all that apply.  Contingent Unliquidated Disputed	\$
			Basis for the claim:	
	Date or dates debt was incurred		Is the claim subject to offset?	
	Last 4 digits of account number		No Yes	
3.6	Nonpriority creditor's name and mailing a	address	As of the petition filing date, the claim is:	\$
	Date or dates debt was incurred		Is the claim subject to offset?	
	Last 4 digits of account number		No Yes	

Part 4:

**Total Amounts of the Priority and Nonpriority Unsecured Claims** 

5.	Add the amounts of priority and nonpriority unsecured claims.			
				Total of claim amounts
5a	Total claims from Part 1	5a.		\$ <u>0.00</u>
5b	Total claims from Part 2	5b.	+	\$ 0.00
5с	<b>Total of Parts 1 and 2</b> Lines 5a + 5b = 5c.	5c.		\$ 0.00

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Fill in this information	n to identify the case:		
Debtor name Gold's Gym	n Franchising, LLC		
United States Bankruptcy	Court for the: Northern District of Te	exas	
Case number (If known):	20-31322	Chapter	11
Case number (If known):	20-31322	Chapter	11

☐ Check if this is an amended filing

### Official Form 206G

## Schedule G: Executory Contracts and Unexpired Leases

12/15

Be as complete and accurate as possible. If more space is needed, copy and attach the additional page, numbering the entries consecutively.

1.	Does the deptor have any ex	tecutory contracts or unexpired leases?	
			schedules. There is nothing else to report on this form. sted on Schedule A/B: Assets - Real and Personal Property (Official
	Form 206A/B).		
2.	List all contracts and unexpi	red leases	State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease
2.1	State what the contract or lease is for and the nature of the debtor's interest	Lease Indemnification Agreement	CFJ Holdings, LLC, Attn: CEO 23568 Amesfield Place Aldie, VA, 20105
	State the term remaining		
	List the contract number of any government contract		
2.2	State what the contract or	Commercial Member Pay Program	Buxton Company 2651 South Polaris Drive Fort Worth, TX, 76137
	State the term remaining	Unknown	
	List the contract number of any government contract		
2.3	State what the contract or lease is for and the nature of the debtor's interest	Franchise Sales	Kiekenapp and Associates, LLC 26153 North 104th Place Scottsdale, AZ, 85255
	State the term remaining	April 15, 2021	
	List the contract number of any government contract		
2.4	State what the contract or lease is for and the nature of the debtor's interest	VT system services	Lightspeed VT (Desert Sales Academy) 11411 Southern Highlands Pkwy Suite 200
	State the term remaining	Month to Month	Las Vegas, NV, 89141
	List the contract number of any government contract		
2.5	State what the contract or lease is for and the nature of the debtor's interest	Master Franchise Agreements and Franchise Agreements- Domestic and International	See Attached Schedule G
	State the term remaining		
	List the contract number of any government contract		

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# INTERNATIONAL MASTER FRANCHISEE DIRECTORY

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		Queensland				Mumbai			Tokyo						Queensland		Quezon City									
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		1/81 Sixth Avenue		Paseo de los Locutores No. 58 Suite A-202 Ens. Evaristo Morales Santo Domingo, DR	1 El-Mahata Square , 8th floor, Maadi	225, Ground Floor, Karishma Building, Junction of 12th Road, Guru Gangeshwar Marg	Office 8 Bldg., 27th Fir SCBD Lot 28, JL. Jend Sudirman Kav. 52-	ATCONZ (NewAzadi City) Villa No. 90 Street No.R2, 120M Road	3-3-6 Minamisuna	Ishaq Al Mashini Road Bldg. No. 34 Floor No. 2 Khalda.	Salem Al-Mubarak St., Block #70, Bldg #123	Seoul Str – 100	42-Daït Moussa		1/81 Sixth Avenue		82 E Rodriguez Jr Avenue, Acropolis		1903 Fairmount Ave SW	Batterjee Street, Al-Zahra District 4, PO Box 2550		Quinta La Libanesa, Casa 0505, Calle Oeste of 8	Buyukdere Caddesi Metrocity AVM Sosyal Kat Levent No: 171 Sisli	Avenida Principal Colinas de Valle Arriba, 2do retorno, Caracas, 1040, Venezuela		
	American Fitness Group, Co.	Viribus Franchise Pty Ltd		Fitness Worldwide, Inc.	1	F2 Fun & Fitness (India) Pvt. Ltd.	PT Anugerah Raga Perkasa	4 &	Kabushiki Kaisha TGL		Ehab Al Aradi General Trading S Company WLL	S	Master Brand SARL		Viribus Franchising NZ Pty Ltd		American Fitness Partners, Inc.		Power Sports Management Co. Ltd.	Bait Albaterjee Company for Fitness		n/a	HANCROSS Spor ve Turizm Hizmetleri B Anonim Sirketi S	Partners, LLC		
	r-gasparyan@mail.ru	matt@colourcapital.com.au	glen@colourcapital.com.au	warahara@aol.com	mohnassif3m@gmail.com	karan.valecha@gmail.com	francis.wanandi@aplcare.com	admin.ebl@bitco.co	ggp@thinkgroup.co.jp	motaz@goldsgym.jo	m.seleem@alrecardo.com	jay@goldsgym.mn	achm_fay@yahoo.com	goldsgymmaroc@gmail.com	matt@colourcapital.com.au	glen@colourcapital.com.au	mark@goldsgym.com.ph	mylene@goldsgym.com.ph	jake@goldsgymcee.com	mak@shababco.com	md@shababco.com	mafattouh.ve@gmail.com	baris.fidan@hancross.com.tr	acapriles@goldsgym.com.ve	cnaranjo@goldsgym.com.ve	
	Robert Gasparyan	Matt Hope	Glen Farrow	lan Rondon	Mohamed Nassif	Karan Velecha	Francis Wanandi	Mohammed Hamaameen admin.ebl@bitco.co	Eiji Tezuka	Motaz Hamed	Muhammad Seleem	Jay Spaid	Fayçal Achmoul	Dalal Raji	Matt Hope	Glen Farrow	Mark Dayrit	Mylene Mendoza-Dayrit	Jake Weinstock	Makarem S. Batterjee	Raouf Hegazy	Mohamed Fattouh	Baris Fidan	Andres B. Capriles	Calhermi Naranjo	
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	Contact1 Email	kellym.goldsyyc@gmail.com	patrickneadow@yahoo.ca	peter @goldsgymbc.ca	sio@goldsgymvsl.com	Charlie0696@hotmail.com	kellym.goldsyyc@gmail.com	sio@goldsgymvsl.com	peter @goldsgymbc.ca	info@goldsgymprincegeorge.com	peter @goldsgymbc.ca	peter @goldsgymbc.ca	tycegoldsgymsaipan@gmail.com	job@goldsgym.nl	juanmoza83@hotmail.com	karlsandhu@goldsgym.co.uk	karlsandhu@goldsgym.co.uk	karlsandhu@goldsgym.co.uk	karlsandhu@goldsgym.co.uk
	Contact1	Kelly MacLachlin	Patrick Neadow	Peter Uy	Sio Khayami	Bill McLellan	Kelly MacLachlin	Sio Khayami	Peter Uy	Roger Creuzot	Peter Uy	Peter Uy	Tyce Mister	Job vanOostrum	Juan Mosquera	Karl Sandu	Karl Sandu	Karl Sandu	Karl Sandu
	Gym Postal Code	T3N 1A3	V2C 5P5	V2Y 0C7	H7X 4C9	T1K 252	T2A 6K3	H4R 1Y8	V3B 4H3	V2L 2K6	V6T 1T5	V5Z 1J5	96950-3004	3431 CC	15401	RM10 8TX	W7 3SU	HA1 2JN	TW3 1JA
	Gym Prov	AB	вс	ВС	QC	AB	AB	αc	вс	вс	вс	вс	MP		Lima	Essex	London	Middlesex	Middlesex
	Gym City	Calgary	Kamloops	Langley	Laval	Lethbridge	Calgary	Saint Laurent	Port Coquitlam	Prince George	Vancouver	Vancouver	Saipan	Nieuwegein	Zarate, San Juan	Dagenham	Hanwell	Harrow	wolsunoH
ory	Gym Address	2638 Country Hills Blvd NE	306 Laval Cres	19989-81 A Avenue	1160 Autoroute Chomeday	102B 2045 Mayor Magrath Dr S College Centre	565 36th St N.E.	3131 Boul de la Cote - Vertu	1950 Oxford Connector	760 Victoria	230-2155 Allison Road	709 W Broadway	Kopa Dr Oru Street	Hildo Kropstraat 37B	Malecon Miguel Checa Eguiguren, No 153 Urb	Rainham Road South	54-62 Uxbridge Rd	Manor Parade Sheepcote Road	29-31 Lampton Road
International Direct Franchisee Directory	Gym E-mail		Kamloopsca@goldsgym.net	langley@goldsgymbc.ca			northgatec algaryabc @goldsgym.net	nfo@goldsgymVSL.com	nfo@goldsgymbc.ca	princegeorgeca@goldsgym.net	umvancouverbc@goldsgym.net		brettn@goldsgymsaipan.com jacklegm@goldsgymsaipan.com(GM)			d ag. membership @ goldsgym.co. uk	an.membership@goldsgym.co.uk	narr.membership@goldsgym.co.uk	hou. membership@goldsgym.co.uk
nternatio	Gym Fax #		250-314-1797 K	<u> </u>		403-752-4653	403.272.4657 n	-i	ıı	250-614-1575 p	604-224-4657 u		670-233-4002 b			р	<u> </u>	ч	-£
-	Gym Phone #	587-393-4827	250-372-2565 25	604-882-4653	514-548-4653	403-752-4653 40	403-272-4653 40	514-543-4653	778-285-4653	250-614-1515 2.5	604-224-4653 60	604-620-4653	670-233-4000 67	31 030-603 2495	+51 1 7336080	0208-593-5000	0208-840-0044	0208-901-6161	0208-572-1414
	Direct Franchisee Name	Haves Holdings Country Hills Gym Ltd	Riverside Health & Fitness, LTD.	Pico Holdings Ltd.	3294031 Canada, Inc	ethbridge GG Corp	Haves Holding LLC	9247 - 4527 Quebec Inc.	Pico Holdings Ltd.	ssther's Health & Fitness Inc.	Pico Holdings Ltd.	GG Broadway Investments Limited Partnership	Marianas Fitness, Ltd.	Healthclubs Gold's Gym Holding B.V.	Global Franquicias Internacional SAC	Vista Star Leisure, PLC	Vista Star Leisure, PLC	Vista Star Leisure, PLC	Vista Star Leisure, PLC
	Effective Date	25-Jun-15	1-Nov-03	1-Sep-07	1-Dec-16	1-Jun-15	18-Oct-05	1-Nov-11	15-Dec-14	1-Apr-05	28-Apr-06	29-0ct-18	15-Mar-04	10-0ct-10	1-Apr-13	1-Jan-18	1-Jan-18	1-Jan-18	1-Jan-18
	Gym Name	Calgary (Country Hills)	Kamloops	Langley	Laval	Lethbridge	Northgate	Place Vertu (Ville St-Laurent)	Port Coquitlam	Prince George	UBC at University Village Marketplace	Vancouver (West Broadway)	SAIPAN	Nieuwegein	San Juan (Zarate)	UK (LONDON - Dagenham)	UK (LONDON - Hanwell)	UK (LONDON - Harrow)	(molsunoH - NODNOT) NO
(15) A	Country	Canada	Canada	Canada	Canada	Canada	Canada	Canada	Canada	Canada	Canada	Canada	Northern Mariana Islands	Netherlands	Peru	United Kingdom	United Kingdom	United Kingdom	United Kingdom
	Gym #	1764 C	0225 C	1213 C	1865 C	0914 C	1102 C	1565 C	1740 C	0379	0 6860	1966	0410 N	1460 N	1587 P	0270 u	0271 U	0684 U	0919 U
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Fill in this information to identify the case:				
Debtor name Gold's Gym Franchising, LLC				
United States Bankruptcy Court for the: Northern District of Texas				
Case number (If known): 20-31322				

Check if this is a	Ì
amended filing	

### Official Form 206H

### Schedule H: Codebtors

12/15

Be as complete and accurate as possible. If more space is needed, copy the Additional Page, numbering the entries consecutively. Attach the Additional Page to this page.

1.	<ul> <li>Does the debtor have any codebtors?</li> <li>□ No. Check this box and submit this form to the court with the debtor's other schedules. Nothing else needs to be reported on this form.</li> <li>☑ Yes</li> </ul>				
2.	creditors, Schedules D-G.	ors all of the people or entities who are also liable for any debts listed by the debtor in the schedules of include all guarantors and co-obligors. In Column 2, identify the creditor to whom the debt is owed and each or is listed. If the codebtor is liable on a debt to more than one creditor, list each creditor separately in Column 2.			
	Column 1: Codebtor		Column 2: Creditor		
	Name	Mailing address	Name	Check all schedules that apply:	
2.1	Gold's Gym International, Inc.	Gold's Gym International, Inc. 4001 Maple Avenue Suite 200 Dallas, TX 75219	CFJ Holdings, LLC, Attn: (	□ D □ E/F ☑ G	
2.2	Gold's Holding Corp.	Gold's Holding Corp. 4001 Maple Avenue Suite 200 Dallas, TX 75219	CFJ Holdings, LLC, Attn: (	□ D □ E/F ☑ G	
2.3	Gold's Holding Corp.	Gold's Holding Corp. 4001 Maple Avenue Suite 200 Dallas, TX 75219	JPMorgan Chase Bank, N	☑ D □ E/F □ G	
2.4	Gold's Gym Rockies,	Gold's Gym Rockies, LLC 4001 Maple Ave Suite 200 Dallas, TX 75219	J <u>PMorgan Chase B</u> ank, N	☑ D □ E/F □ G	
2.5	Gold's Gym Merchan	Gold's Gym Merchandising LLC 4001 Maple Ave Suite 200 Dallas, TX 75219	J <u>PMorgan Chase B</u> ank, N	☑ D □ E/F □ G	
2.6	Gold's Gym Licensinç	Gold's Gym Licensing LLC 4001 Maple Ave Suite 200 Dallas, TX 75219	J <u>PMorgan Chase B</u> ank, N	☑ D □ E/F □ G	

Gold's Gym Franchising, LLC

Copy this page only if	more space is needed. Continue numbering the lines	sequentially from the previous page.	
Column 1: Codebtor		Column 2: Creditor	
Name	Mailing address	Name	Check all schedules that apply:
, — GGI Holdings	GGI Holdings 4001 Maple Ave Suite 200 Dallas, TX 75219	J <u>PMorgan Chase B</u> ank, N	☑ D □ E/F □ G
Gold's Gym Interna	Gold's Gym International, Inc. 4001 Maple Avenue Suite 200 Dallas, TX 75219	J <u>PMorgan Chase B</u> ank, N	☑ D □ E/F □ G
Gold's Louisiana L	Gold's Louisiana LLC 4001 Maple Avenue Suite 200 Dallas, TX 75219	J <u>PMorgan Chase B</u> ank, N	<b>☑</b> D □ E/F □ G
O Gold's Oklahoma L	Gold's Oklahoma LLC 4001 Maple Ave Suite 200 Dallas, TX 75219	J <u>PMorgan Chase B</u> ank, N	<b>Ů</b> D □ E/F □ G
Gold's Southeast L	Gold's Southeast LLC 4001 Maple Ave Suite 200 Dallas, TX 75219	J <u>PMorgan Chase B</u> ank, N	☑ D □ E/F □ G
2 Gold's North Caroli	Gold's North Carolina LLC 4001 Maple Ave Suite 200 Dallas, TX 75219	J <u>PMorgan Chase B</u> ank, N	☑ D □ E/F □ G
3 Gold's Texas Holdi	Gold's Texas Holdings Group, Inc 4001 Maple Ave Suite 200 Dallas, TX 75219	J <u>PMorgan Chase B</u> ank, N	☑ D □ E/F □ G
4 Gold's St. Louis LL	Gold's St. Louis LLC 4001 Maple Ave Suite 200 Dallas, TX 75219	J <u>PMorgan Chase B</u> ank, N	☑ D □ E/F □ G

Gold's Gym Franchising, LLC



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Column 1: Codebtor	Thore space is needed. Continue numbering the i	Column 2: Creditor	
Name	Mailing address	Name	Check all schedules that apply:
Gold's Ohio LLC	Gold's Ohio LLC 4001 Maple Ave Suite 200 Dallas, TX 75219	J <u>PMorgan Chase B</u> ank, N	☑ D □ E/F □ G
16 Gold's Alabama LL	Gold's Alabama LLC 4001 Maple Ave Suite 200 Dallas, TX 75219	J <u>PMorgan Chase B</u> ank, N	☑ D □ E/F □ G
17 Gold's Gym Interna	Gold's Gym International, Inc. 4001 Maple Avenue Suite 200 Dallas, TX 75219	Bank of America, N.A.	☑ D □ E/F □ G
18 Gold's Holding Cor	Gold's Holding Corp. 4001 Maple Avenue Suite 200 Dallas, TX 75219	Bank of America, N.A.	型 D □ E/F □ G
19 Gold's St. Louis LL	Gold's St. Louis LLC 4001 Maple Ave Suite 200 Dallas, TX 75219	Bank of America, N.A.	☑ D □ E/F □ G
Gold's Alabama LL	Gold's Alabama LLC 4001 Maple Ave Suite 200 Dallas, TX 75219	Bank of America, N.A.	☑ D □ E/F □ G
21 Gold's Texas Holdi	Gold's Texas Holdings Group, Inc 4001 Maple Ave Suite 200 Dallas, TX 75219	Bank of America, N.A.	☑ D □ E/F □ G
Gold's Ohio LLC	Gold's Ohio LLC 4001 Maple Ave Suite 200 Dallas, TX 75219	B <u>ank of America, N</u> .A.	☑ D □ E/F □ G

Gold's Gym Franchising, LLC

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Column 1: Codebtor		Column 2: Creditor	
Name	Mailing address	Name	Check all schedules that apply:
3 Gold's Louisiana L	Gold's Louisiana LLC 4001 Maple Avenue Suite 200 Dallas, TX 75219	Bank of America, N.A.	☑ D □ E/F □ G
Gold's Southeast L	Gold's Southeast LLC 4001 Maple Ave Suite 200 Dallas, TX 75219	Bank of America, N.A.	☑ D □ E/F □ G
5 Gold's Gym Rockie	Gold's Gym Rockies, LLC 4001 Maple Ave Suite 200 Dallas, TX 75219	Bank of America, N.A.	☑ D □ E/F □ G
Gold's North Caroli	Gold's North Carolina LLC 4001 Maple Ave Suite 200 Dallas, TX 75219	Bank of America, N.A.	Ů D □ E/F □ G
Gold's Gym Merch	Gold's Gym Merchandising LLC 4001 Maple Ave Suite 200 Dallas, TX 75219	Bank of America, N.A.	☑ D □ E/F □ G
8 GGI Holdings	GGI Holdings 4001 Maple Ave Suite 200 Dallas, TX 75219	Bank of America, N.A.	☑ D □ E/F □ G
9 Gold's Gym Licens	Gold's Gym Licensing LLC 4001 Maple Ave Suite 200 Dallas, TX 75219	Bank of America, N.A.	☑ D □ E/F □ G
O Gold's Oklahoma L	Gold's Oklahoma LLC 4001 Maple Ave Suite 200 Dallas, TX 75219	B <u>ank of America, N</u> .A.	☑ D □ E/F □ G

Gold's Gym Franchising, LLC

	Column 2: Creditor	
Mailing address	Name	Check all schedules that apply:
Gold's Gym International, Inc. 4001 Maple Avenue Suite 200 Dallas, TX 75219	Wells Fargo Bank, N.A.	☑ D □ E/F □ G
Gold's Holding Corp. 4001 Maple Avenue Suite 200 Dallas, TX 75219	Wells Fargo Bank, N.A.	☑ D □ E/F □ G
Gold's St. Louis LLC 4001 Maple Ave Suite 200 Dallas, TX 75219	Wells Fargo Bank, N.A.	☑ D □ E/F □ G
Gold's Alabama LLC 4001 Maple Ave Suite 200 Dallas, TX 75219	Wells Fargo Bank, N.A.	Ů D □ E/F □ G
Gold's Texas Holdings Group, Inc 4001 Maple Ave Suite 200 Dallas, TX 75219	Wells Fargo Bank, N.A.	☑ D □ E/F □ G
Gold's Ohio LLC 4001 Maple Ave Suite 200 Dallas, TX 75219	Wells Fargo Bank, N.A.	型 D □ E/F □ G
Gold's Louisiana LLC 4001 Maple Avenue Suite 200 Dallas, TX 75219	Wells Fargo Bank, N.A.	☑ D □ E/F □ G
Gold's Southeast LLC 4001 Maple Ave Suite 200 Dallas, TX 75219	Wells Fargo Bank, N.A.	D D E/F
	Gold's Gym International, Inc. 4001 Maple Avenue Suite 200 Dallas, TX 75219  Gold's Holding Corp. 4001 Maple Avenue Suite 200 Dallas, TX 75219  Gold's St. Louis LLC 4001 Maple Ave Suite 200 Dallas, TX 75219  Gold's Alabama LLC 4001 Maple Ave Suite 200 Dallas, TX 75219  Gold's Texas Holdings Group, Inc 4001 Maple Ave Suite 200 Dallas, TX 75219  Gold's Ohio LLC 4001 Maple Ave Suite 200 Dallas, TX 75219  Gold's Louisiana LLC 4001 Maple Ave Suite 200 Dallas, TX 75219  Gold's Louisiana LLC 4001 Maple Avenue Suite 200 Dallas, TX 75219  Gold's Southeast LLC 4001 Maple Avenue Suite 200 Dallas, TX 75219	Gold's Gym International, Inc. 4001 Maple Avenue Suite 200 Dallas, TX 75219  Gold's Holding Corp. 4001 Maple Avenue Suite 200 Dallas, TX 75219  Gold's St. Louis LLC 4001 Maple Ave Suite 200 Dallas, TX 75219  Gold's Alabama LLC 4001 Maple Ave Suite 200 Dallas, TX 75219  Gold's Texas Holdings Group, Inc 4001 Maple Ave Suite 200 Dallas, TX 75219  Gold's Texas Holdings Group, Inc 4001 Maple Ave Suite 200 Dallas, TX 75219  Gold's Ohio LLC 4001 Maple Ave Suite 200 Dallas, TX 75219  Gold's Colic Solic Soli

Gold's Gym Franchising, LLC

Debtor

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	Column 1: Codebtor		Column 2: Creditor	
	Name	Mailing address	Name	Check all schedules that apply:
2. <u>39</u>	Gold's Gym Rockie	Gold's Gym Rockies, LLC 4001 Maple Ave Suite 200 Dallas, TX 75219	Wells Fargo Bank, N.A.	☑ D □ E/F □ G
2. <u>40</u>	Gold's North Caroli	Gold's North Carolina LLC 4001 Maple Ave Suite 200 Dallas, TX 75219	Wells Fargo Bank, N.A.	☑ D □ E/F □ G
2. <u>41</u>	Gold's Gym Merch	Gold's Gym Merchandising LLC 4001 Maple Ave Suite 200 Dallas, TX 75219	Wells Fargo Bank, N.A.	☑ D □ E/F □ G
 2. <u>42</u>	GGI Holdings	GGI Holdings 4001 Maple Ave Suite 200 Dallas, TX 75219	Wells Fargo Bank, N.A.	Ů D □ E/F □ G
2. <u>43</u>	Gold's Gym Licens	Gold's Gym Licensing LLC 4001 Maple Ave Suite 200 Dallas, TX 75219	Wells Fargo Bank, N.A.	☑ D □ E/F □ G
2. <u>44</u>	Gold's Oklahoma L	Gold's Oklahoma LLC 4001 Maple Ave Suite 200 Dallas, TX 75219	Wells Fargo Bank, N.A.	☑ D □ E/F □ G
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